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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 05, 2024**

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**MARPAI, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40904**  
(Commission File Number)

**86-1916231**  
(IRS Employer  
Identification No.)

**615 Channelside Drive, Suite 207**  
**Tampa, Florida**  
(Address of Principal Executive Offices)

**33602**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 646 303-3483**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, par value \$0.0001 per share	MRAI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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**Item 8.01 Other Events.**

On March 5, 2024, Marpai, Inc. issued a press release titled, “Marpai Announces Off-Cycle New Client Agreement”. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated March 5, 2024</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARPAI, INC.

Date: March 5, 2024

By: /s/ Damien Lamendola  
Name: Damien Lamendola  
Title: Chief Executive Officer

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## MARPAI ANNOUNCES “OFF-CYCLE” NEW CLIENT AGREEMENT

*Marpai executes new client agreement furthering its expansion in the Southeast.*

**Tampa, March 5, 2024,** Marpai, Inc. (“Marpai” or the “Company”) (Nasdaq: MRAI), an independent national Third-Party Administration (“TPA”) company transforming the \$22 billion TPA market supporting self-funded employer health plans with affordable, intelligent, healthcare, today announced that it has signed a three-year agreement to provide healthcare benefit services to a regional organization based in the southeast.

The agreement commenced this month, and it is expected to bring at least 20,000 households by the end of 2024.

John Powers, Marpai’s President, commented, “We are very pleased to bring on a new client, especially off the normal calendar year cycle of benefit plan contracts. Marpai’s custom solution and ability to move quickly to service the client, while offering significant cost savings, was crucial in Marpai winning the new business. We believe that our vision of providing affordable healthcare and solid member experience is resonating with the market as companies continue to struggle with inflationary pressures.”

### **About Marpai, Inc.**

Marpai, Inc. (Nasdaq: MRAI) is a leading, national TPA company bringing value-oriented health plan services to employers that directly pay for employee health benefits. Primarily competing in the \$22 billion TPA sector serving self-funded employer health plans representing over \$1 trillion in annual claims. Marpai works to deliver the healthiest member population for the health plan budget. Operating nationwide, Marpai offers access to leading provider networks including Aetna and Cigna and all TPA services. For more information, visit [www.marpaihealth.com](http://www.marpaihealth.com), the content of which is not incorporated by reference into this press release.

### **Forward-Looking Statement Disclaimer**

This press release contains forward-looking statements, as that term is defined in the Private Litigation Reform Act of 1995, that involve significant risks and uncertainties. Forward-looking statements can be identified through the use of words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “guidance,” “may,” “can,” “could,” “will,” “potential,” “should,” “goal” and variations of these words or similar expressions. For example, the Company is using forward looking statements when it discusses the number of expected households being brought pursuant to the agreement by the end of 2024 and the belief that its vision of providing affordable healthcare and solid member experience is resonating with the market as companies continue to struggle with inflationary pressures. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Marpai’s current expectations and speak only as of the date of this release. Actual results may differ materially from Marpai’s current expectations depending upon a number of factors. These factors include, among others, adverse changes in general economic and market conditions, competitive factors including but not limited to pricing pressures and new product introductions, uncertainty of customer acceptance of new product offerings and market changes, risks associated with managing the growth of the business. Except as required by law, Marpai does not undertake any responsibility to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.

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More detailed information about Marpai and the risk factors that may affect the realization of forward-looking statements is set forth in Marpai's filings with the Securities and Exchange Commission. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>.

Investor Relations contact:  
Steve Johnson  
[steve.johnson@marpaihealth.com](mailto:steve.johnson@marpaihealth.com)

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